

Tel. 91 22 6661 4444 Fax: 91 22 6661 4452 Website: www.tatarealty.in



TRANSCRIPT/SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE UNSECURED CREDITORS (INCLUDING UNSECURED NON-CONVERTIBLE DEBENTURE HOLDERS) ("COLLECTIVELY REFERRED TO AS UNSECURED CREDITORS") OF TATA REALTY AND INFRASTRUCTURE LIMITED HELD PURSUANT TO ORDER DATED 12TH MARCH, 2020 AND 2ND NOVEMBER, 2020 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL ("NCLT"), MUMBAI BENCH ON MONDAY, JULY 26, 2021 AT 12.00 NOON TO 12:30 P.M. THROUGH VIDEO-CONFERENCING OR OTHER AUDIO VIDEO MEANS ('VC or OAVM')

Mr. Sudhakar Shetty, Vice President & Company Secretary of the Company, welcomed the Unsecured Creditors attending the Meeting of the Company, convened in compliance with the order dated 12th March, 2020 and 2nd November, 2020 ("Said Orders") of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench ("Tribunal Convened Meeting"), in Company Application No. C.A. (C.A.A.) No. 702/MB/2019 and as per applicable procedure prescribed in the General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as "MCA Circulars"), through Video Conferencing or Other Audio Visual Means ("VC or OAVM"), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between MIA Infrastructure Private Limited, Wellkept Facility Management Services Private Limited, Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited ("Transferors Company") and Tata Realty and Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors on a going concern basis, under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

Mr. Shetty informed that total 7 (Seven) Creditors attended the Meeting as per the records of the attendance and requested Mr. Sanjay Dutt, Chairman of the meeting appointed by the Hon'ble NCLT to proceed with the meeting.

Mr. Sanjay Dutt, Chairman of the meeting took the chair and welcomed all the Unsecured Creditors and participants at Tribunal Convened Meeting of the Unsecured Creditors of Tata Realty and Infrastructure Limited. He further informed that other Directors were unable to attend the meeting due to their pre-occupations. He also informed that Mr. Sanjay Sharma,

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CIN: U70102MH2007PLC168300

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Chief Financial Officer and Mr. Sudhakar Shetty, Company Secretary was present in the Meeting.

After confirming that the requisite quorum was present for the Tribunal Convened Meeting of the Unsecured Creditors, the Chairman commenced the proceedings of the meeting. As the meeting was held through video conference as per statutory guidelines, all efforts feasible under the circumstances was made by the company to enable Unsecured Creditors to participate and vote on the items being considered in the meeting.

The Chairman welcomed representative of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors and representative of M/s. Kishore Bhatia & Associates, Cost Auditors, the Cost Accountants, participating in the meeting.

He also welcomed Mr. D. A. Kamat, Proprietor of M/s. D. A. Kamat & Co., Practicing Company Secretary (ICSI Membership No: 3843, COP: 4965), the Secretarial Auditor of the Company, who was also appointed by Hon'ble NCLT, Mumbai Bench, as the Scrutinizer for the Meeting.

He appreciated the support provided by all the Unsecured Creditors to the Company for holding the meeting via VC or OAVM during the pandemic situation.

He began with the proceeding of the meeting as per the notice circulated to the Unsecured Creditors of the Company.

He then informed that Notice convening the Tribunal Convened Meeting was circulated to the Unsecured Creditors including Auditors, Debenture Trustee and to other concerned parties. With the consent of Unsecured Creditors present, the "Notice of the Tribunal Convened Meeting of the Unsecured Creditors was considered as read". The Unsecured Creditors endorsed the same.

In compliance with the provision of Companies Act, 2013 read with applicable MCA Circulars, the Chairman proposed the following resolution to the Unsecured Creditors present at the meeting for their approval by way of show of hands:

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SPECIAL RESOLUTION:

Approval of the Scheme of Amalgamation between MIA Infrastructure Private Limited, Wellkept Facility Management Services Private Limited, Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited ("Transferors Company") and Tata Realty and Infrastructure Limited ("Transferee Company") and their Respective Shareholders and Creditors.

He briefed the Unsecured Creditors that the objective of the Resolution was to comply with the requirement of the Companies Act, 2013 and Rules framed thereunder and explained about the various benefits attached to the Scheme of Amalgamation post implementation, which would help:

- a. Reduction in administrative cost and multiple layer inefficiencies, so as to achieve operational and management efficiency;
- b. Reduction in overlaps which are necessarily involved in running multiple entities;
- c. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization, and simplification of business processes;
- d. Elimination of duplication, and rationalization of administrative expenses; and
- e. Simplifying corporate governance procedures, resulting in structural efficiency, better utilization of capital and a simplified business structure.

He requested the Unsecured Creditors to propose and second the resolution.

The Resolution was proposed by Mr. Ritesh Kamdar, acting as representative on behalf of Synergizers Sustainable Foundation and Seconded by Mr. Amit Sheth, acting as representative on behalf of Arrow Infraestate Private Limited, the Unsecured Creditors.

Further, he requested the Unsecured Creditors present to vote individually on the Resolution in respect of their value and all the Unsecured Creditors have voted in favour of the resolution.



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Then, Mr. Sudhakar Shetty, Company Secretary briefed the Unsecured Creditors present at the meeting about the declaration of voting results. He also informed that the declared Results along with the report of the Scrutinizer shall be placed on the website of the Company at www.tatarealty.in under Investor Info and on the notice board of the Company and also on the website of the stock exchange, i.e., BSE Limited at www.bseindia.com, where Non-Convertible Debt Instruments of the Company are listed.

The Chairman informed that quorum was present through-out the meeting. As there being no other business, the Chairman concluded the proceeding of the meeting with thanks to all the Unsecured Creditors and participants.

The Scrutinizer, Mr. D. A. Kamat, scrutinized the voting so conducted at the meeting by way of show of hands. The Scrutinizer's Report was received on Monday, July 26, 2021 at 06:15 p.m. and as set out therein, the resolution has been passed unanimously in respect of their entire outstanding value. Based on the Scrutinizer's Report, the Chairman declared that the aforesaid business as contained in the Notice dated June 21, 2021 for the meeting of Unsecured Creditors of the Company was duly approved with the requisite majority by the Unsecured Creditors of the Company through show of hands.



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D. A. KAMAT & Co

Practicing Company Secretaries

Address: B/208, Shreedham Classic, Next to St. Johns Universal, S V Road, Goregaon (W), Mumbai 400 104

Contact: +91- 7208023169, +91- 9029661169 | office@csdakamat.com | www.csdakamat.com

To,

Mr. Sanjay Dutt (DIN: 05251670)

Chairman appointed for the Meeting of the Unsecured Creditors

Tata Realty and Infrastructure Limited [CIN: U70102MH2007PLC168300]

E Block, Voltas Compound,

T B Kadam Marg, Chinchpokli,

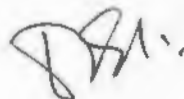
Mumbai 400033

Dear Sir,

Ref: Meeting of the Unsecured Creditors of Tata Realty and Infrastructure Limited ("the Company"), convened as per the directions of the National Company Law Tribunal ("NCLT"), Mumbai Bench vide its Order dated 12th March, 2020 and 2nd November, 2020 (collectively known as "Order")

Subject: Report of the Scrutinizer on the voting conducted by show of hands at the NCLT convened meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture holders) ("Collectively referred to as Unsecured Creditors") of the Company, held on Monday, 26th July, 2021 at 12 Noon (IST) through Video Conferencing or Other Audio-Visual Means ("VC or OAVM")

- (1) I, D. A. Kamat, Partner of M/s. D. A. Kamat & Co., Company Secretaries have been appointed by National Company Law Tribunal ("NCLT"), Mumbai Bench, vide its Order dated 12th March, 2020 and 2nd November, 2020 (collectively known as "Order"), for Company Application No. C.A. (C.A.A.) No. 702/MB/2019 as Scrutinizer for the Meeting of the Unsecured Creditors of Tata Realty and Infrastructure Limited. The said appointment was for the purpose of scrutinizing the voting process conducted during the meeting, in a fair and transparent manner, of the Unsecured Creditors of Tata Realty and Infrastructure Limited convened by the above Order and held on Monday, 26th July, 2021 at 12 Noon ("Meeting") through Video Conferencing or Other Audio Visual Means ("VC or OAVM"), pursuant to the provisions of the Companies Act, 2013 ("Act") read with applicable rules made thereunder on the below mentioned resolution seeking approval of the Unsecured Creditors to the Scheme of Amalgamation of MIA Infrastructure Private Limited and Wellkept Facility Management Services Private Limited and Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited ("Transferor Companies") with Tata Realty and Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").
- (2) The Notice dated June 21, 2021 along with the Scheme, Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 ("Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (as amended) and other annexures ("Notice") as confirmed by the Company was sent to the Unsecured Creditors in respect of the below mentioned resolution proposed at the Meeting by permitted modes of delivery as per order.
- (3) The prescribed particulars with regard to the meeting were duly advertised on 23rd June, 2021, in English Language in Free Press Journal and in Marathi Language in Navshakti.
- (4) Mr. Sanjay Dutt (DIN: 05251670), who was appointed as the Chairman of the meeting by the Hon'ble NCLT, Mumbai Bench in their Order, presided over the meeting.
- (5) Due to the current state of restriction on physical meetings due to COVID-19 pandemic, and pursuant to the Hon'ble NCLT, Mumbai Bench Order, the meeting was conducted through Video-Conferencing mode using the Microsoft Teams software.



- (6) Notices were issued to the Unsecured Creditors of the Company, whose names appeared in the Register of Members as on 28th February, 2021.
- (7) The Chairman put the following resolution, for voting by show of hands to the members present at the meeting:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ('the Act') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Act, read with National Company Law Tribunal Rules, 2016, Circulars, Notifications, Clarifications, issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be applicable and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench and New Delhi Bench and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunal, as may be necessary, and subject to such conditions and modification(s) as may be prescribed or imposed by the Mumbai Bench and New Delhi Bench of the NCLT, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed amended Scheme of Amalgamation of MIA Infrastructure Private Limited and Wellkept Facility Management Services Private Limited and Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited with Tata Realty and Infrastructure Limited and their respective shareholders and creditors, placed before this meeting and initialed by the Chairperson of the meeting for the purpose of identification, be and is hereby approved with or without modification and for conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench and New Delhi Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any Governmental authority.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall deem to include any committee or any person(s) which the Board may nominate or constitute or delegate) to exercise its powers, including the powers conferred under above resolutions, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the above resolution, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolutions or to carry out such modifications / directions as may be ordered by the Mumbai Bench and New Delhi Bench of the National Company Law Tribunal to implement the aforesaid resolution."

- (8) The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules framed thereunder relating to voting conducted during the Meeting on the resolution contained in the Notice.
- (9) My responsibility as a Scrutinizer for the voting process (conducted by show of hands) is restricted to scrutinize the voting conducted through show of hands in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the voting conducted by show of hands electronically at the meeting. The Company has followed the procedure laid out in General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as "MCA Circulars"), for conduct of the voting at the meeting.



- (10) I now submit my report on the details of the voting undertaken by show of hands at the NCLT Convened Meeting as under in respect of the said Resolution:

(i) **Votes Cast in Favour of the Resolution:**

No. of Unsecured Creditors Attended and Voted at the Meeting	Total Value of the Votes Cast*	Total Value of the Votes Cast in Favour of the Resolution*	% of the Value of the Total Votes cast
7	Rs. 2095,05,21,158	Rs. 2095,05,21,158	100%

(ii) **Votes Cast Against the Resolution**

No. of Unsecured Creditors Attended and voted at the Meeting	Total Value of the Votes Cast*	Total Value of the Votes Cast Against the Resolution*	% of the Value of the Total Votes cast
7	Rs. 2095,05,21,158	-	-

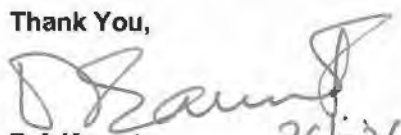
*The voting rights of Unsecured Creditors (including Unsecured Non-Convertible Debenture holders) is in proportion to their outstanding amount as per the books of accounts as on cut-off date.

(iii) **Invalid Votes:** No Votes were declared Invalid by the Chairman at the meeting.

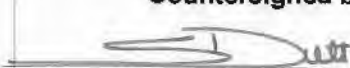
Based on the above results, the resolution is approved by the Unsecured Creditors attending and voting at the meeting.

- (11) All registers, relevant records and other incidental documents related to the Meeting were handed over to the Chairman of the meeting for safe keeping.

Thank You,


 D A Kamat
 Scrutinizer for the Meeting
 D A Kamat & Co
 Company Secretaries
 Partner
 FCS 3843
 CP 4965
 Date: 26th July, 2021
 Place: Mumbai
 UDIN: F003843C000688252

Countersigned by:


 Sanjay Dutt (DIN: 05251670),
 Chairman appointed for the Meeting of the Unsecured Creditors
 Place: Mumbai
 Date: 26th July, 2021



MEETING OF THE UNSECURED CREDITORS (INCLUDING UNSECURED NON-CONVERTIBLE DEBENTURE HOLDERS) ("COLLECTIVELY REFERRED TO AS UNSECURED CREDITORS") OF TATA REALTY AND INFRASTRUCTURE LIMITED (CONVENED PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH)

**Declaration of Results of Tribunal Convened Meeting of Unsecured Creditors of
Tata Realty and Infrastructure Limited**

The Tribunal Convened Meeting of the Unsecured Creditors of Tata Realty and Infrastructure Limited ("the Company") was held through Video Conferencing or Other Audio-Visual Means ("VC or OAVM") on Monday, July 26, 2021 at 12:00 Noon.

In compliance with the provisions of Companies Act, 2013 and procedure laid out in General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as "MCA Circulars"), the Chairman has put the resolution, for voting by way of show of hands electronically, by the Unsecured Creditors present at the meeting.

In compliance with the MCA Circulars, the Notice of the Tribunal Convened Meeting together with relevant documents were sent through electronic mode to all the Unsecured Creditors, whose name was appearing in the books of accounts of the Company as on February 28, 2021 and whose e-mail addresses were registered with the Company.

The Hon'ble National Company Law Tribunal, Mumbai Bench has appointed Mr. D. A. Kamat, Proprietor of M/s. D. A. Kamat & Co., Practicing Company Secretary (ICSI Membership No: 3843, COP: 4965), as Scrutinizer for the purpose of scrutinizing the voting process conducted by way of Show of Hands in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all votes cast through Show of Hands electronically after following the due process.

Based on the Scrutinizer's Report dated July 26, 2021, the results of the votes cast in respect of resolution, i.e., for Approval of the Scheme of Amalgamation between MIA Infrastructure Private Limited, Wellkept Facility Management Services Private Limited, Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited ("Transferors Company") and Tata Realty and Infrastructure Limited ("Transferee Company") and their respective Shareholders and Creditors are as under:



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I. Votes Cast in Favour of the Resolution:

No. of Unsecured Creditors Attended and Voted at the Meeting	Total Value of the Votes Cast*	Total Value of the Votes Cast in Favour of the Resolution*	% of the Value of the Total Votes cast
7	Rs. 2095,05,21,158	Rs. 2095,05,21,158	100%

II. Votes Cast Against the Resolution:

No. of Unsecured Creditors Attended and voted at the Meeting	Total Value of the Votes Cast*	Total Value of the Votes Cast Against the Resolution*	% of the Value of the Total Votes cast
7	Rs. 2095,05,21,158	NIL	NIL

**The voting rights of Unsecured Creditors (including Unsecured Non-Convertible Debenture holders) is in proportion to their outstanding amount as per the books of accounts as on February 28, 2021.*

III. Invalid Votes: No Votes were declared Invalid by the Chairman at the meeting

Accordingly, the aforesaid resolution has been duly approved by the Unsecured Creditors of the Company unanimously in respect of their entire outstanding value.



Sanjay Dutt
DIN: 05251670

Chairman appointed for the aforesaid Tribunal Convened Meeting

Date: July 27, 2021
Place: Mumbai

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